

KAYE SCHOLER LLP
Richard G. Smolev (RS 2222)
Philip J. Gross (PG 0930)
425 Park Avenue
New York, NY 10022-3598
Telephone: (212) 836-8000
Facsimile: (212) 836-6316

*Counsel for Bank of America, National Association,
as successor to Fleet National Bank, AT&T Capital
Services, Inc., f/k/a Ameritech Credit Corporation,
Universal Asset Management, Inc., Aircraft Solutions
CRJ-200LR, LLC, and Aircraft Solutions ERJ-145, LLC*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MESA AIR GROUP, INC., *et al.*,

Debtors.

Chapter 11

Case No. 10-10018 (MG)

(Jointly Administered)

**VERIFIED STATEMENT OF KAYE SCHOLER LLP
PURSUANT TO BANKRUPTCY RULE 2019**

Kaye Scholer LLP and its affiliated law practice entities (“Kaye Scholer”) hereby submits this verified statement (the “Verified Statement”) pursuant to Rule 2019(a) of the Federal Rules of Bankruptcy Procedure, and states as follows:

1. Kaye Scholer has represented and continues to represent the following entities and parties-in-interest (each, an “Entity”, and collectively, the “Entities”) in connection with the bankruptcy case of the above-captioned debtors (the “Debtors”):

- a. Bank of America, National Association, as successor to Fleet National Bank (“BofA”), c/o Banc of America Leasing & Capital LLC, 555 California Street, 4th Floor, San Francisco, CA 94104, Attn: Dawn L. Kinney;

- b. AT&T Capital Services, Inc., f/k/a Ameritech Credit Corporation (“AT&T”),
2000 W. AT&T Center Dr., Hoffman Estates, IL 60196-0001, Attn: Jeff Mason;
 - c. Aircraft Solutions CRJ-200LR, LLC (“CRJ”), 4600 Wells Fargo Center, 90
South Seventh Street, Minneapolis, MN 55402, Attn: Evan Carruthers;
 - d. Aircraft Solutions ERJ-145, LLC (“ERJ”), 4600 Wells Fargo Center, 90 South
Seventh Street, Minneapolis, MN 55402, Attn: Evan Carruthers; and
 - e. Universal Asset Management (“UAM”), Inc., 5350 Poplar Avenue, Suite 150,
Memphis, TN 38119, Attn: Keri Wright.
2. BofA is the owner participant and signatory to various operative documents in respect of a series of lease agreements relating to ten regional jet aircraft on lease to Mesa Airlines, Inc. Said aircraft consist of Embraer Model EMB 145 LR airframes bearing, sequentially, U.S. registration numbers N847MJ through N856MJ, inclusive, together with two Rolls-Royce Allison AE3007-A1 engines per aircraft.
3. AT&T is the owner participant and signatory to various operative documents in respect of a series of lease agreements relating to three regional jet aircraft on lease to Mesa Airlines, Inc. Said aircraft consist of Canadair Model CL-600-2B19 airframes bearing, respectively, U.S. registration numbers N27172, N27173, and N77181, together with two General Electric Company CF34-3B1 engines per aircraft.
4. CRJ is party to an engine lease agreement entered into between CRJ, as lessor, and Mesa Airlines, Inc., as lessee, relating to one General Electric Company CF34-3B1 aircraft engine.
5. ERJ is party to an engine lease agreement entered into between ERJ, as lessor, and Mesa Airlines, Inc., as lessee, relating to one Rolls-Royce Allison AE3007A1 aircraft engine.

6. UAM is an aircraft parts supplier to the Debtors pursuant to certain contracts entered into between UAM and the Debtors. UAM has regularly sold aircraft parts to the Debtors pursuant to these contracts on or prior to January 5, 2010, the Debtors' chapter 11 filing date.

7. Each Entity holds or may hold claims and/or interests in the Debtors arising out of applicable agreements, law or equity pursuant to such Entity's relationship with the Debtors.

8. The specific nature and amounts of any claims held by the Entities will be set forth in proofs of claim to be filed against the Debtors' estates.

9. Each of the Entities separately requested that Kaye Scholer represent it prior to or in connection with the Debtors' chapter 11 cases.

10. Kaye Scholer represents each of the Entities individually. The Entities do not constitute a committee of any kind.

11. Kaye Scholer holds no claims against or interest in the above-captioned Debtors or their estates.

12. Kaye Scholer reserves the right to revise and supplement this Verified Statement.

13. The undersigned hereby verifies under oath that this Verified Statement is true and accurate, to the best of the undersigned's knowledge and belief.

Dated: January 12, 2010

Respectfully submitted,

KAYE SCHOLER LLP

By: s/ Richard G. Smolev

Richard G. Smolev, Esq.

Philip J. Gross, Esq.

425 Park Avenue

New York, NY 10022

Phone: (212) 836-8000

Facsimile: (212) 836-6316

Email: rsmolev@kayescholer.com

philip.gross@kayescholer.com

*Counsel for Bank of America, National
Association, as successor to Fleet National
Bank, AT&T Capital Services, Inc., f/k/a
Ameritech Credit Corporation, Universal Asset
Management, Inc., Aircraft Solutions CRJ-
200LR, LLC, and Aircraft Solutions ERJ-145,
LLC*